

EXHIBIT 3
**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No.: 12-12020 (MG)

Jointly Administered

**DECLARATION OF SCOTT C. BORISON
IN SUPPORT OF KESSLER PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

Scott C. Borison, pursuant to 28 U.S.C. §1746, hereby declares as follows in support of the "**Motion**" referenced in the above caption:

1. I am an attorney with the law firm of Legg Law Firm, LLC in Frederick Maryland.
2. I have been admitted to practice law since 1987. I am currently admitted to practice in in Maryland, District of Columbia and California. I have been admitted to practice in the following federal Courts of Appeals: 1st Circuit, 3rd Circuit, 4th Circuit, 11th Circuit and the following federal district courts: Maryland, District of Columbia, Central District of California, Eastern District of California, Northern District of Florida and Eastern District of Missouri.
3. I submit this declaration in support of Kessler Plaintiffs' Counsel's Motion for an Award of Attorney's Fees and Reimbursement of Expenses.
4. For over ten years I have represented borrowers in class action litigation relating to second mortgage loans originated by Community Bank of Northern Virginia and Guaranty National Bank of Tallahassee, which loans were purchased by Residential Funding Company, LLC. Those lawsuits became part of the multidistrict proceeding pending in the United States

District Court for the Western District of Pennsylvania captioned as *In Re: Community Bank of Northern Virginia Second Mortgage Lending Practice Litigation*, MDL No. 1674, Case Nos. 03-0425, 02-1201, 05-0688, 05-1386 (the “MDL Class Action”). And I have represented those same borrowers since August 1, 2003 as part of what is now known as the Kessler Settlement Class pursuant to the continuation of the noted class action claims against RFC in this bankruptcy proceeding.

5. Set forth below on an hourly basis are my legal services rendered on behalf of Kessler Class Members in this case, the lodestar value of those services and the expenses reasonably incurred by my firm in connection with this litigation for which we are requesting reimbursement.

6. The schedule attached is a summary indicating the amount of time spent by me in this litigation, and the lodestar calculations based on my current rates for matters of this type. All the work was done by me. *See Exhibit 1.*

7. As set forth in Exhibit 1, the total number of hours expended on this litigation by me firm since its inception until May 14, 2012 in the predecessor class actions and then the MDL litigation is 1,014.90 hours. Based on the listed hourly rate for me the total lodestar for my firm through that period of time is \$659,685..

8. The hourly rate used for me included in Exhibit 1 is reasonable and has been accepted as reasonable in connection with other attorneys in prior complex class action litigation in this district. I have been awarded that rate in connection with a class action in the District of Maryland.

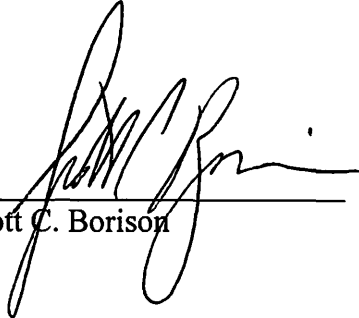
9. My lodestar figures do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my above referenced rate. *See Exhibit 2.*

10. As detailed and categorized in Exhibit 2, my firm has incurred a total of \$18,501.08 in unreimbursed expenses in connection with the prosecution of the predecessor class actions and then the MDL litigation this litigation since the inception of those cases until May 14, 2012.

11. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 31, 2013



Scott C. Borison

**TO THE DECLARATION OF SCOTT C. BORISON
IN SUPPORT OF KESSLER PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

[illegible]

EXHIBIT 2

**TO THE DECLARATION OF SCOTT C. BORISON
IN SUPPORT OF KESSLER PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

CATEGORIES	EXPENSES
Experts	\$8,000.00
Filing Fees, postage, research, printing, travel expenses	\$10,501.08
TOTAL EXPENSES	\$18,501.08